

FORM D1403958
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Mail Processing
Section
JUL 22 2008
Washington, DC
105**FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION****PROCESSED**

JUL 25 2008

SEC USE ONLYPrefix Serial
DATE RECEIVED
JUL 25 2008

Name of Offering () check if this is an amendment and name has changed, and indicate change

Shares in Dorchester Capital International Retirement Plan, Ltd.

THOMSON REUTERS

Filing Under (Check box(es) that apply):

Rule 504

Rule 505

Rule 506

Section 4(6)

ULOE

Type of Filing:

New Filing

Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer () check if this is an amendment and name has changed, and indicate change.

Dorchester Capital International Retirement Plan, Ltd.

Address of Executive Offices

(Number and Street, City, State, Zip Code)

c/o Dorchester Capital Advisors, LLC, 11111 Santa Monica Blvd, Suite 1250 Los Angeles, CA 90025

Telephone Number (Including Area Code)

Address of Principal Offices

(Number and Street, City, State, Zip Code)

(if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business: invest in a diversified group of seapare accounts or private funds sponsored by investment managers that employ a variety of of investment strategies that offer attractive rates of return over time

Type of Business Organization

corporation

limited partnership, already formed

other (please specify)

business trust

limited partnership, to be formed

Cayman Islands exempted company

Actual or Estimated Date of Incorporation or Organization:

Month

0

6

Year

0

7

Actual

Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for State;

CN for Canada; FN for other foreign jurisdiction)

F

N

GENERAL INSTRUCTIONS**Federal:****Who Must File:** All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).**When To File:** A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.**Where to File:** U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.**Copies Required:** Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.**Information Required:** A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the appendix need not be filed with the SEC.**Filing Fee:** There is no federal filing fee.**State:**

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION**Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.**

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ Investment ManagerFull Name (Last name first, if individual): **Dorchester Capital Advisors, LLC**Business or Residence Address (Number and Street, City, State, Zip Code): **11111 Santa Monica Blvd, Suite 1250 Los Angeles, CA 90025**Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing PartnerFull Name (Last name first, if individual): **Bree, David**Business or Residence Address (Number and Street, City, State, Zip Code): **c/o dms Management Ltd., P.O. Box 31910, Ansbacher House, 20 Genesis Close, Grand Cayman KY1-1028, Cayman Islands**Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing PartnerFull Name (Last name first, if individual): **Carlson, Craig T.**Business or Residence Address (Number and Street, City, State, Zip Code): **c/o Dorchester Capital Advisors, LLC, 11111 Santa Monica Blvd, Suite 1250 Los Angeles, CA 90025**Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing PartnerFull Name (Last name first, if individual): **Retirement Plan for Employees of Emigrant Savings Bank**Business or Residence Address (Number and Street, City, State, Zip Code): **c/o Dorchester Capital Advisors, LLC, 11111 Santa Monica Blvd, Suite 1250 Los Angeles, CA 90025**Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing PartnerFull Name (Last name first, if individual): **Dorchester Capital International ASW**Business or Residence Address (Number and Street, City, State, Zip Code): **c/o Dorchester Capital Advisors, LLC, 11111 Santa Monica Blvd, Suite 1250 Los Angeles, CA 90025**Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing PartnerFull Name (Last name first, if individual): **Oregon Washington Carpenters**Business or Residence Address (Number and Street, City, State, Zip Code): **c/o Dorchester Capital Advisors, LLC, 11111 Santa Monica Blvd, Suite 1250 Los Angeles, CA 90025**Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual):

Business or Residence Address (Number and Street, City, State, Zip Code):

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual):

Business or Residence Address (Number and Street, City, State, Zip Code):

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ☐ Yes ☐ No
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? **\$1,000,000**
*May be waived
3. Does the offering permit joint ownership of a single unit? ☐ Yes ☐ No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual) **N/A**

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States).....☐ All States

☐ [AL] ☐ [AK] ☐ [AZ] ☐ [AR] ☐ [CA] ☐ [CO] ☐ [CT] ☐ [DE] ☐ [DC] ☐ [FL] ☐ [GA] ☐ [HI] ☐ [ID]
☐ [IL] ☐ [IN] ☐ [IA] ☐ [KS] ☐ [KY] ☐ [LA] ☐ [ME] ☐ [MD] ☐ [MA] ☐ [MI] ☐ [MN] ☐ [MS] ☐ [MO]
☐ [MT] ☐ [NE] ☐ [NV] ☐ [NH] ☐ [NJ] ☐ [NM] ☐ [NY] ☐ [NC] ☐ [ND] ☐ [OH] ☐ [OK] ☐ [OR] ☐ [PA]
☐ [RI] ☐ [SC] ☐ [SD] ☐ [TN] ☐ [TX] ☐ [UT] ☐ [VT] ☐ [VA] ☐ [WA] ☐ [WV] ☐ [WI] ☐ [WY] ☐ [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States).....☐ All States

☐ [AL] ☐ [AK] ☐ [AZ] ☐ [AR] ☐ [CA] ☐ [CO] ☐ [CT] ☐ [DE] ☐ [DC] ☐ [FL] ☐ [GA] ☐ [HI] ☐ [ID]
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☐ [MT] ☐ [NE] ☐ [NV] ☐ [NH] ☐ [NJ] ☐ [NM] ☐ [NY] ☐ [NC] ☐ [ND] ☐ [OH] ☐ [OK] ☐ [OR] ☐ [PA]
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Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States).....☐ All States

☐ [AL] ☐ [AK] ☐ [AZ] ☐ [AR] ☐ [CA] ☐ [CO] ☐ [CT] ☐ [DE] ☐ [DC] ☐ [FL] ☐ [GA] ☐ [HI] ☐ [ID]
☐ [IL] ☐ [IN] ☐ [IA] ☐ [KS] ☐ [KY] ☐ [LA] ☐ [ME] ☐ [MD] ☐ [MA] ☐ [MI] ☐ [MN] ☐ [MS] ☐ [MO]
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ 0	\$ 0
Equity.....	\$ 0	\$ 0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ 0	\$ 0
Partnership Interests.....	\$ 0	\$ 0
Other (Specify) <u>Voting, Redeemable, Participating Shares</u>	\$ 1,000,000,000	\$ 63,785,545
Total.....	\$ 1,000,000,000	\$ 63,785,545

Answer also in Appendix, Column 3, if filing under ULOE

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	38	\$ 63,785,545
Non-accredited Investors.....	0	\$ 0
Total (for filings under Rule 504 only).....	0	\$ 0

Answer also in Appendix, Column 4, if filing under ULOE

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C—Question 1.

Type of Offering	Types of Security	Dollar Amount Sold
Rule 505.....	0	\$ 0
Regulation A.....	0	\$ 0
Rule 504.....	0	\$ 0
Total.....	0	\$ 0

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$ 0
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ 0
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 49,239
Accounting Fees.....	<input type="checkbox"/>	\$ 0
Engineering Fees.....	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ 0
Other Expenses (identify).....	<input type="checkbox"/>	\$ 0
Total.....	<input checked="" type="checkbox"/>	\$ 49,239

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

4 b. Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C-Question 4.a. This difference is the "adjusted gross proceeds to the issuer.".....

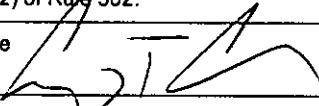
\$ 999,950,761

5 Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.

		Payments to Officers, Directors & Affiliates		Payments to Others
Salaries and fees.....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Purchase of real estate.....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Construction or leasing of plant buildings and facilities	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Repayment of indebtedness	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Working capital.....	<input type="checkbox"/>	\$ 0	<input checked="" type="checkbox"/>	\$ 999,950,761
Other (specify):	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
.....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Column Totals	<input type="checkbox"/>	\$ 0	<input checked="" type="checkbox"/>	\$ 999,950,761
Total payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$		999,950,761

D. FEDERAL SIGNATURE

This issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Dorchester Capital International Retirement Plan, Ltd.	Signature 	Date July 14, 2008
Name of Signer (Print or Type) Craig T. Carlson	Title of Signer (Print or Type) Chief Financial Officer of Dorchester Capital Advisors, LLC, the Investment Manager of Dorchester Capital International Retirement Plan, Ltd.	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

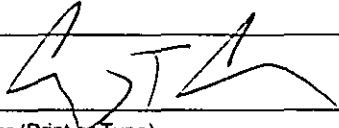
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? ☐ Yes ☒ No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Dorchester Capital International Retirement Plan, Ltd.	Signature 	Date July 14, 2008
Name of Signer (Print or Type) Craig T. Carlson	Title of Signer (Print or Type) Chief Financial Officer of Dorchester Capital Advisors, LLC, the Investment Manager of Dorchester Capital International Retirement Plan, Ltd.	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B – Item 1)		Type of security and aggregate offering price offered in state (Part C – Item 1)	Type of investor and amount purchased in State (Part C – Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E – Item 1)	
State	Yes	No	Voting, Redeemable, Participating Shares	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	\$1,000,000,000	29	\$13,114,026	0	\$0		X
CO		X	\$1,000,000,000	1	\$200,000	0	\$0		X
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									
MT									
NE									
NV		X	\$1,000,000,000	1	\$750,000	0	\$0		X
NH									
NJ		X	\$1,000,000,000	1	\$1,373,902	0	\$0		X
NM									

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B – Item 1)		Type of security and aggregate offering price offered in state (Part C – Item 1)	Type of investor and Amount purchased in State (Part C – Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E – Item 1)	
State	Yes	No	Voting, Redeemable, Participating Shares	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
NY		X	\$1,000,000,000	3	\$5,733,617	0	\$0		X
NC		X	\$1,000,000,000	1	\$36,064,000	0	\$0		X
ND									
OH									
OK									
OR		X	\$1,000,000,000	1	\$5,000,000	0	\$0		X
PA									
RI									
SC									
SD									
TN									
TX		X	\$1,000,000,000	1	\$1,550,000	0	\$0		X
UT									
VT									
VA									
WA									
WV									
WI									
WY									
FN									

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned **DORCHESTER CAPITAL INTERNATIONAL RETIREMENT PLAN, LTD.**, a Cayman Islands exempted company, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Craig T. Carlson

(name)

c/o Dorchester Capital Advisors, LLC, 11111 Santa Monica Blvd, Suite 1250 Los Angeles, CA 90025

(address)

Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of that State as its attorney in that State for receipt of service of process:

<input type="checkbox"/> Alabama	Secretary of State	<input type="checkbox"/> Georgia	Commissioner of Securities (Secretary of State)
<input type="checkbox"/> Alaska	Administrator (Commissioner Dept. of Commerce & Economic Development)	<input type="checkbox"/> Guam	Administrator of Securities, Department of Finance
<input type="checkbox"/> Arizona	Corporation Commission	<input type="checkbox"/> Hawaii	Commissioner of Securities
<input type="checkbox"/> Arkansas	Securities Commissioner	<input type="checkbox"/> Idaho	Director, Department of Finance
<input checked="" type="checkbox"/> California	Commissioner of Corporations	<input type="checkbox"/> Illinois	Secretary of State
<input checked="" type="checkbox"/> Colorado	Securities Commissioner	<input type="checkbox"/> Indiana	Secretary of State
<input type="checkbox"/> Connecticut	Banking Commissioner	<input type="checkbox"/> Iowa	Administrator (Commissioner of Insurance)
<input type="checkbox"/> Delaware	Securities Commissioner	<input type="checkbox"/> Kansas	Secretary of State
<input type="checkbox"/> District of Columbia	Public Service Commissioner	<input type="checkbox"/> Kentucky	Commissioner of Department of Financial Institutions
<input type="checkbox"/> Florida	Dept. of Banking & Finance	<input type="checkbox"/> Louisiana	Commissioner of Securities

_____ Maine	Securities Administrator	<u> X </u> Oregon	Director, Department of Consumer & Business Services
_____ Maryland	Securities Commission	***** Pennsylvania	Does not Require Filing of a Consent to Service of Process
_____ Massachusetts	Secretary of Commonwealth	_____ Puerto Rico	Commissioner of Financial Institutions
_____ Michigan	Administrator (Corporation & Securities Bureau, Department of Commerce)	_____ Rhode Island	Director, Department. Of Business Regulations
_____ Minnesota	Commissioner of Commerce	_____ South Carolina	Attorney General (ex officio Securities Commissioner)
_____ Mississippi	Secretary of State	_____ South Dakota	Director, Division of Securities
_____ Missouri	Commissioner of Securities	_____ Tennessee	Commissioner of Commerce & Insurance
_____ Montana	State Auditor	<u> X </u> Texas	Securities Commissioner
_____ Nebraska	Director of Banking & Finance	_____ Utah	Director, Division of Securities
<u> X </u> Nevada	Administrator, Securities Division of Secretary of State	_____ Vermont	Commissioner of Banking, Insurance, Securities and Health Care Administration
_____ New Hampshire	Secretary of State	_____ Virginia	Clerk, State Corporation Commission
<u> X </u> New Jersey	Chief, Bureau of Securities	_____ Washington	Director, Department of Financial Institutions
_____ New Mexico	Director, Securities Division	_____ West Virginia	Commissioner of Securities (Auditor of State)
<u> X </u> New York	Secretary of State	_____ Wisconsin	Department of Financial Institutions
<u> X </u> North Carolina	Secretary of State	_____ Wyoming	Secretary of State
_____ North Dakota	Securities Commissioner		
_____ Ohio	Secretary of State		
_____ Oklahoma	Securities Administrator		

Dated this ____ day of _____, 2008.

(SEAL)

DORCHESTER CAPITAL INTERNATIONAL RETIREMENT PLAN, LTD.

By _____
 Name: Craig T. Carlson
 Title: Chief Financial Officer of Dorchester Capital Advisors, LLC, its Investment Manager

State of _____)
County of _____) ss.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

My Commission Expires_

END